

PROOF OF PUBLICATION

STATE OF ARIZONA, } ss.
 County of Coconino

Paul F. Jaeger being duly sworn, deposes and says:

That he is the Publisher of THE COCONINO SUN,
 a newspaper published at Flagstaff, Coconino County, Arizona; that the
Articles of Inc. of A. and B. Mining Corp.

a copy of which is hereto
 attached, was first published in said newspaper in its issue dated the

29 day of January, 1954 and was
 daily

published in each weekly issue of said newspaper for Six
 issues

consecutive weeks, the last publication being in the issue dated the

5th day of February, 1954

Paul F. Jaeger
 Subscribed and sworn to before me this

22 day of Feb., 1954

Reuben J. Galt

Notary Public

My Commission expires

Oct. 6th 1954

ALABAMA CORPORATE COMMISSION
INCORPORATING DIVISION

FILED

MAR 17 1964

At 4:00 P. M. at request of

Margaret J. Fisher
whose address is P.O. Box 164

J. Lagatta, Jr.
PAUL P. TAYLOR
ACTING SECRETARY

By E. E. Evers

ARTICLES OF INCORPORATION OF
A AND B MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be "A AND B MINING CORPORATION", and its principal place of business shall be Flagstaff, Coconino County, Arizona, but other offices may be established and maintained within or outside of Arizona at such places as the Board of Directors may designate, where meetings of stockholders and directors may be held.

ARTICLE II.

The incorporators are:

H. K. MANGUM, Box 961, Flagstaff, Arizona
T. M. FLICK, Box 961, Flagstaff, Arizona
HAZEL KALB, Box 961, Flagstaff, Arizona

ARTICLE III.

The general nature of the business to be transacted is as follows:

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in uranium, gold, silver, copper, coal and in all kinds of ores, metals and minerals, oils, petroleum and natural gas, and in the products and by-products thereof of every kind and description and by whatever process the same can be, or may hereafter be, produced; and generally and without limitation as to amount to buy, sell, or exchange, lease, acquire and deal in mines and minerals, rights and claims, and to conduct business pertaining to the foregoing within the State of Arizona, or elsewhere in the United States, its insular possessions and foreign countries.

To carry on as principals, agents, commission merchants, or consignees, the business of mining, milling, concentrating, converting, treating, refining, buying, selling, exchanging, manufacturing and dealing in the above specified products, or either of them, and of materials used in the manufacture of each, and to carry on as such principals, agents, commission merchants, or consignees, any other business which in the judgment of the Board of Directors of the company may be conveniently conducted in conjunction with any of the matters aforesaid.

To manufacture, produce, purchase or otherwise acquire, and to sell, dispose of and deal in and with, and to store, transport and distribute goods, wares and merchandise, and property of any and every class and description used in connection therewith.

To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property, and any and every interest therein.

To borrow money and to contract to repay the same; to issue bonds, debentures, or other forms of corporate obligations, and to secure the payment of the same by mortgage, or otherwise, upon all or any of the property and at such rates of interest as the Board of Directors of this corporation may deem proper; to become surety upon any obligation.

The foregoing clauses shall be construed both as objects and powers, but no recitation, expressed, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers and purposes, not inconsistent with the foregoing clauses, are hereby included.

ARTICLE IV.

The authorized capital stock of the corporation shall be Five Hundred Thousand and no/100 (\$500,000.00) Dollars, divided into fifty thousand (50,000) shares of common stock of the par value of Ten and no/100 (\$10.00) Dollars each, said shares to be non-assessable.

ARTICLE V.

The date of ~~the commencement~~ of this corporation shall be the day these Articles are filed and a certified copy of the same recorded in accordance with law, and a certificate of incorporation delivered by the Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VI.

The affairs of the corporation shall be conducted by a Board of Directors, and such officers as the said directors ~~may elect or appoint~~. The number of directors shall be designated by the stockholders and shall be elected at the annual meeting to be held on the first Tuesday in February of each year. Until the first annual meeting of stockholders and until their successors have been elected and have qualified, the following named persons shall be the directors:

Ike I. Arnn, Cameron, Arizona
Richard Ellis Barker, Salt Lake City, Utah
H. K. Mangum, Flagstaff, Arizona

The directors shall have the power to adopt, amend and rescind by-laws, to fill vacancies occurring in the Board from any cause.

ARTICLE VII.

The highest amount of indebtedness or liability, direct or contingent, to which the corporation shall at anytime subject itself, is Two Hundred Thousand and no/100 (\$200,000.00) Dollars.




ARTICLE VIII.

The private property of stockholders, directors and officers of this corporation shall be forever exempt from its debts and obligations.

ARTICLE IX.

T. M. FLICK having been a bona fide resident of Flagstaff, Arizona, for the last three (3) years, is hereby appointed and made the lawful agent for and in behalf of this corporation in and for the State of Arizona, to accept and acknowledge service of, and upon whom may be served, all necessary process, or processes, in any action, suit, or proceeding that may be had or brought against the said corporation in any of the courts of the State of Arizona; such services of process or notice, or the acceptance thereof by him endorsed thereon, to have the same force and effect as if served upon the president and secretary of the company.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 20th day of January, 1954.


H. K. Mangum

T. M. Flick

Hazel Kalb

STATE OF ARIZONA)
County of Coconino) ss.

This instrument was acknowledged before me this 20th day of January, 1954, by H. K. MANGUM, T. W. FLICK and HAZEL KALB, known to me to be the persons whose signatures are subscribed to the foregoing articles of incorporation, who personally appeared before me and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office the day and year in this certificate above written.

Billie J. Jett
Notary Public

My Commission Expires:

Oct. 6th 1954

(NOTARY SEAL)

Annual Report as of June 30, 1954, 19
 NAME OF CORPORATION A AND B MINING CORPORATION CAMERON, ARIZONA
 ADDRESS mailing P.O. BOX 400 FLAGSTAFF, ARIZONA

OFFICERS	NAME	STREET	CITY	STATE
President	Ike I. Arnn	#7 Circle Drive, Pine Hall	Flagstaff	Arizona
Vice-Pres.	W. E. Colm	111 Broadway	New York 6	N.Y.
Secretary	V. L. Schmidt	P.O. Box 400	Flagstaff	Arizona
Treasurer	E. Stroheim	111 Broadway	New York 6	N.Y.

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ 200.00	Notes Payable	\$ 1250.00
Demand Deposits	\$8478.79	Accts. Payable (trade)	\$ 8,931.167
Inventories (basis)	\$	Accrued Liabilities	\$ 3,585.86
Accts. Rec. (trade) net	\$ 9141.71	Taxes and Interest	\$
Notes Rec. (trade)	\$		\$
Other current assets	\$	Other Current Liabilities:	
	\$	Dividends declared	\$
	\$	Installments due (in 1 yr.)	\$32,810.18
	\$	Due Officers and Directors	\$
Fixed Assets (depreciated) Sched. 1 and 2	\$83,079.57	Long Term Debits, Equip. Contracts	\$32,810.18
Intangible Assets:		Reserves:	\$11,777.96
Goodwill	\$		\$
Appreciation of Assets	\$144,136.92		\$
Other Assets:		Other Liabilities:	
Deposit-Industrial Commission of Arizona	1,225.00		\$
Due from Officers and directors	\$	Due to Parent Company	\$39,463.05
Deposit of Equip.	\$ 750.00		\$
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$6,629.03	Shares Outstanding (Sched. 3)	\$200,000.00
Organization expenses	\$ 500.00	Surplus (Sched. 4)	\$ (43,677.70)
	\$ 7129.03	Deficit	\$
TOTAL	\$254,141.02	TOTAL	\$254,141.02

SCHEDULE 1. PERSONAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	Method of Valuation	Owned	Leased or Controlled
Cameron, Arizona	TRUCKS, TRAILERS, AND AUTOS	Cost	\$ 63,099.40	\$
" "	MACHINERY AND EQUIPMENT	"	\$ 15,452.93	\$
" "	BUILDINGS	"	\$ 2,047.37	\$
" "	INSTRUMENTS	"	\$ 2479.87	\$

SCHEDULE 2. REAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	Method of Valuation	Owned	Leased or Controlled
			\$	\$
			\$	\$
			\$	\$

*Indicate cost, replacement, market, or other basis.

SCHEDULE 3. CAPITAL

No.	Class	Authorized with
50,000 shares	Common	Shares Outstanding \$200,000.00
20,000 shares	Common	Shares Outstanding \$
At par of \$10.00		Shares Outstanding \$
TOTAL		\$

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$
Earned surplus (or deficit)	\$ (43,677.70)
TOTAL	\$ (43,677.70)

STATE OF ARIZONA }
 COUNTY OF COCONINO }

We, IKE I. ARNN, President, and V. L. SCHMIDT, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

CORPORATE SEAL

Subscribed and sworn to before me this 30th day of August, 1954
 NOTARY SEAL My commission expires June 1, 1959

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAX. CHARGES PAYABLE AND SEND REPORT TO—
 ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporating Division—
 At request of Ryan Corporation whose address is Flagstaff, Ariz. Filed by John J. [Signature]

ARIZONA CORPORATION COMMISSION
(INCORPORATING DIVISION)

FILE NO. **235.00**

ANNUAL REPORT for fiscal year ending December 31, 1954

NAME OF CORPORATION A & B Mining Corp.

ADDRESS 5 Penn-Union Corp., 111 Broadway, New York 4, N.Y.

OFFICERS	NAME	STREET	CITY	STATE
President				
Vice-Pres.	<u>Harmon Cole</u>	<u>P. O. Box 100</u>	<u>Flagstaff</u>	<u>Arizona</u>
Secretary	<u>Vaughn L. Schmidt</u>	<u>Talkington Bldg.</u>		
Treasurer	<u>Robert Strubheim</u>	<u>111 Broadway</u>	<u>New York</u>	<u>New York</u>

Consolidating FINANCIAL STATEMENT

ASSETS			LIABILITIES		
Current Assets:			Current Liabilities:		
Cash on Hand	\$ <u>41.51</u>		Notes Payable	\$ <u>750.00</u>	
Demand Deposits	\$ <u>13167.42</u>	\$ <u>13208.93</u>	Accts. Payable (trade)	\$ <u>6467.34</u>	
Inventories (_____)		\$ <u>2734.66</u>	Accrued Liabilities	\$ _____	
_____ (_____)			Taxes and Interest	\$ <u>245.60</u>	
Accts. Rec. (trade) net		\$ <u>30442.27</u>	Insurance	\$ <u>252.12</u>	\$ <u>2797.72</u>
Notes Rec. (trade)		\$ _____	Other Current Liabilities:		
Other current assets:			Dividends declared	\$ _____	
_____	\$ _____		Installments due (in 1 yr.)	\$ <u>34759.27</u>	
_____	\$ _____		Due Officers and Directors	\$ _____	
_____	\$ _____		Bonus Payable	\$ <u>548.64</u>	\$ <u>25327.91</u>
Fixed Assets (depreciated) Sched. 1 and 2		\$ <u>94,902.38</u>	Long Term Debts.		\$ <u>3169.92</u>
Intangible Assets:			Reserves:		
Goodwill	\$ _____		_____	\$ _____	
_____	\$ _____		_____	\$ _____	
_____	\$ _____		_____	\$ _____	
Other Assets:			Other Liabilities:		
Marketable Securities	\$ _____		Due to Parent	\$ <u>181,794.70</u>	
_____	\$ _____		" " Affiliates	\$ <u>1,500.00</u>	
_____	\$ _____		_____	\$ _____	\$ <u>183,294.70</u>
_____	\$ _____		Capital and Surplus:		
Aggregation of Assets	\$ <u>143,736.17</u>	\$ <u>145063.17</u>	Shares Outstanding (Sched. 3)	\$ <u>200,000.00</u>	
Deferred Charges:			Surplus (Sched. 4)	\$ <u>122,467.80</u>	
Prepaid expenses	\$ <u>6647.44</u>		_____	\$ _____	
Organization expenses	\$ <u>500.00</u>		_____	\$ _____	
_____	\$ _____		_____	\$ _____	
_____	\$ <u>7,147.44</u>		_____	\$ _____	
TOTAL	\$ <u>254,539.45</u>		TOTAL	\$ <u>254,539.45</u>	

SCHEDULE 1. PERSONAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	*Method of Valuation	Owned	Leased or Controlled
<u>Flagstaff, Arizona</u>	<u>Office Furniture</u>	<u>Cost</u>	\$ <u>1213.24</u>	\$ _____
<u>Cameron, Arizona</u>	<u>Trucks, Machinery, equipment</u>	<u>Cost</u>	\$ <u>91972.37</u>	\$ _____
			\$ _____	\$ _____
			\$ _____	\$ _____

SCHEDULE 2. REAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	*Method of Valuation	Owned	Leased or Controlled
<u>Cameron, Arizona</u>	<u>building</u>	<u>Cost</u>	\$ <u>1714.57</u>	\$ _____
			\$ _____	\$ _____
			\$ _____	\$ _____

*Indicate cost, replacement, market, or other basis.

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Amount
<u>20,000</u>	<u>\$10 Par</u>	<u>200,000</u>	
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		TOTAL	\$ <u>200,000</u>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ <u>122,467.80</u>
TOTAL	\$ <u>122,467.80</u>

STATE OF Arizona } ss.
COUNTY OF Cochise

We, W. E. Cole Vice President, and V. L. Schmidt Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

CORPORATE SEAL

Subscribed and sworn to before me this 21st day of March, 1955
NOTARY SEAL My commission expires June 21, 1958

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO—
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA

FILE NO. **235.00**

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporating Division
At request of W. E. Cole whose address is 111 Broadway, N.Y.
Filed by W. E. Cole on 5-9, 1955

1954 = 44997

03/23/79

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G R E P R O D U C T I O N R E P O R T
BY CONTROLLER AND PROPERTY IN STATE AND COUNTY
FOR CALENDAR YEAR 1954

STATE	COUNTY	CONTROLLER	PROPERTY	TONS DRF	POUNDS U308	%U308	POUNDS V205	%V205	TONS U308
ARIZONA			TOTAL	3,565.46	17,760.95	.25	98,666.02	1.38	8.88
		SIMPSON GEORGE P							
			✓ PLOT 1 + 2	519.74	2,542.57	.24	19,672.00	1.89	1.27
			✓ SIMPSON 1	31.94	112.32	.18	540.19	.85	.05
			TOTAL	551.68	2,654.89	.24	20,212.19	1.83	1.32
		SPENCER URANIUM							
			✓ JOHN M YAZZIE 1	198.98	1,459.85	.37	2,108.88	.53	.72
			TOTAL	168.98	1,459.85	.37	2,108.88	.53	.72
		V C A							
			✓ COVE MESA	955.06	4,296.12	.22	35,565.00	1.86	2.14
			✓ MONUMENT 2 IND 620	96,741.21	784,967.65	.40	2,429,901.00	1.23	392.98
			✓ PLOT 4	22.47	82.33	.18	739.00	1.64	.04
			✓ RATTLESNAKE	559.63	2,484.00	.22	17,966.00	1.61	1.24
			TOTAL	100,278.37	792,830.10	.40	2,484,171.00	1.24	396.41
		APACHE COUNTY TOTAL		156,846.05	1,104,991.46	.35	3,854,863.73	1.23	552.49
		A + B MINING CO							
			A + B 2	121.90	679.70	.28	318.74	.13	.33
			A + B 3	421.23	678.17	.10	370.26	.04	.43
			A + B 5	364.66	788.40	.13	243.74	.04	.39
			A + B 7	24.49	39.18	.08	132.22	.27	.01
			A + B 13	50.82	91.48	.09	91.48	.09	.04
			EARL HUSKON 1	166.21	604.85	.16	977.84	.26	.30
			EARL HUSKON 3	1,357.79	6,827.26	.25	900.41	.03	3.41
			SLOAN 1	312.75	1,160.40	.19	258.52	.04	.58
			TOTAL	2,779.87	11,069.44	.20	3,293.21	.06	5.53
		ALPINE URANIUM C							
			BIG BLUE	37.92	211.62	.28			.10
			RAINBOW	8.96	16.13	.09	55.57	.31	
			TOTAL	46.88	227.75	.24	55.57	.31	.11
		ARROWHEAD URAN C							
			HUSKON 1	1,315.88	5,841.88	.22	2,861.85	.11	2.92
			HUSKON 2	913.03	4,291.82	.24	669.41	.04	2.14
			HUSKON 3	2,454.53	13,588.24	.27	1,427.01	.03	6.79
			HUSKON 4	1,032.09	3,001.34	.15	717.99	.03	1.50

CONTINUING